

BERISFORD (UK) LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE 53 WEEKS ENDED
2 OCTOBER 1999

(Registered Number 211657)



BERISFORD (UK) LIMITED

DIRECTORS' REPORT

The Directors submit their report and the financial statements for the 53 weeks ended 2 October 1999.

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The Company did not trade during the period. The Directors do not recommend the payment of a dividend (1998: £nil)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the Company's system of internal financial control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

YEAR 2000 STATEMENT

Following their comprehensive review of the Year 2000 impact on the business last year the Directors continue to be alert to the potential risks and uncertainties surrounding the Year 2000 issue. As at the date of this report the Directors are not aware of any significant factors which have arisen, or that may arise, which will affect the activities of the business; however, the situation is still being monitored. Due to the nature of the Year 2000 issue there can be no certainty that the Company's systems, or those of suppliers, customers or any other third party, are Year 2000 compliant and consequently that the Company will not be materially affected. Any future costs associated with this issue cannot be quantified but are not expected to be significant.

BERISFORD (UK) LIMITED

DIRECTORS' REPORT (Continued)

DIRECTORS AND THEIR INTERESTS

The Directors who held office during the period and to date are as follows:

Berisford (Overseas) Limited	(appointed 8 December 1999)
G B Cuthbertson	(resigned 12 June 2000)
J P Findler	(resigned 3 July 2000)
D J Mulhall	(resigned 8 December 1999)
D R Hooper (alternate to D J Mulhall)	(resigned 8 December 1999)
S & W Berisford Limited	(appointed 8 December 1999)

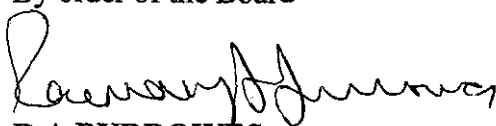
None of the Directors held any interests in the shares of the Company as at 2 October 1999. The interests of J P Findler and D J Mulhall in the ordinary shares of the ultimate parent company, Enodis plc (formerly called Berisford plc), are disclosed in the accounts of that company and the interests of the remaining Directors in office at 2 October 1999 are as follows:

	<u>At 2 October 1999</u>			<u>At 26 September 1998</u>		
	Executive Share Option Scheme	SAYE Share Option Scheme	Ordinary Shares	Executive Share Option Scheme	SAYE Share Option Scheme	Ordinary Shares
G B Cuthbertson	50,000	11,266	29,216	321,963	11,266	12,253
D R Hooper	144,069	6,160	20,000	134,069	10,732	20,000

AUDITORS

In accordance with Section 250 of the Companies Act 1985, a Special Resolution resolving that auditors should not be re-appointed was passed at the Extraordinary General Meeting held on 19 July 2000.

By order of the Board



R A BURROWES

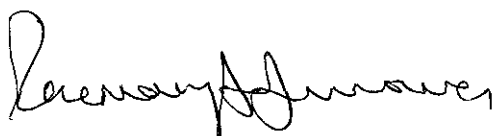
Company Secretary
Washington House
40-41 Conduit Street
London W1R 9FB

BERISFORD (UK) LIMITED**BALANCE SHEET****As at 2 October 1999**

	<u>Notes</u>	<u>2 Oct. 1999 £'000</u>	<u>26 Sept. 1998 £'000</u>
CURRENT ASSETS:			
Amounts due from ultimate parent company		25,676	25,676
Cash at bank		15	15
		<u>25,691</u>	<u>25,691</u>
SHARE CAPITAL AND RESERVES			
Called up share capital	3	31,687	31,687
Profit and Loss Account		(5,996)	(5,996)
		<u>25,691</u>	<u>25,691</u>
EQUITY SHAREHOLDERS' FUNDS			
		<u>25,691</u>	<u>25,691</u>

The company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the 53 weeks ended 2 October 1999.

The financial statements on pages 3 and 4 were approved by the Board of Directors on 28 July 2000 and were signed on its behalf by:



For and on behalf of S & W Berisford Limited
Director

The accompanying notes form an integral part of these financial statements.

BERISFORD (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 2 October 1999

1. ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the historical cost convention. They have been drawn up to comply in all material respects with applicable Accounting Standards in the United Kingdom.

2. OPERATING RESULT

No Directors' or auditors' remuneration has been charged in the financial statements in either period as these expenses, to the extent relevant to the Company, are borne by the ultimate parent company. The Company does not have any employees other than the Directors (1998: none).

3. CALLED UP SHARE CAPITAL

	2 Oct 1999 £'000	26 Sept 1998 £'000
Authorised:		
35,000,000 Ordinary shares of £1 each	<u>35,000</u>	<u>35,000</u>
 Allotted, called up and fully paid:		
31,686,531 Ordinary shares of £1 each	<u>31,687</u>	<u>31,687</u>

4. TRANSACTIONS WITH RELATED PARTIES

The Company has taken advantage of the exemption granted by paragraph 3(c) of FRS8 - "Related Party Disclosures" - not to disclose transactions with entities which are part of Enodis plc, as the consolidated financial statements, in which the Company is included, are publicly available.

5. PARENT COMPANY

The ultimate controlling entity is Enodis plc (formerly Berisford plc), a company incorporated in Great Britain. The immediate controlling entity is Berisford Holdings Limited, a company incorporated in Great Britain. Copies of the Financial Statements of Enodis plc can be obtained from the Secretary at Washington House, 40-41 Conduit Street, London, W1R 9FB.